

**FULBRIGHT & JAWORSKI
L.L.P.**

TELEPHONE: 202/662-0200
TELEX: 197471
FACSIMILE: 202/662-4643

A REGISTERED LIMITED LIABILITY PARTNERSHIP
801 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20004-2604

HOUSTON
WASHINGTON, D.C.
AUSTIN
SAN ANTONIO
DALLAS
NEW YORK
LOS ANGELES
LONDON
HONG KONG

DAVID S. COHEN
DIRECT DIAL: 202/662-4768

April 3, 1996

Recordation Office
Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, D.C. 20423-0001

Re: Secondary Documents for Recordation at the Surface Transportation Board

Dear Sir or Madam:

Pursuant to the provisions of 49 U.S.C. § 11303 and 49 C.F.R. Part 1177 (1995), enclosed please find an original and one copy of the secondary documents described below for recordation at the Surface Transportation Board.

- (i) Secondary Document - Lease Supplement No. 2 dated April 4, 1996.

The names and addresses of the parties to this document are:

Lessor: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890-0001

Lessee: Solvay Minerals, Inc.
3333 Richmond Avenue
Houston, Texas 77098

A short summary of the document to appear in the index follows:

Supplement to Equipment Lease Agreement between
Wilmington Trust Company, as lessor, and Solvay
Polymers, Inc., as lessee, dated as of September 1,
1995.

- (ii) Secondary Document- Indenture Supplement No. 2 dated April 4, 1996.

The names and addresses of the parties to this document are:

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

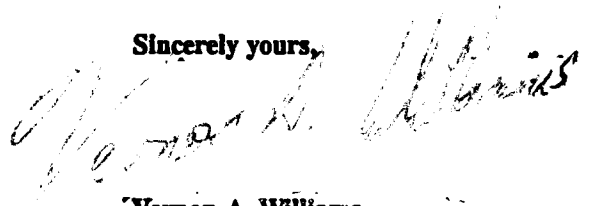
4/3/96

David S. Cohen
Fulbright & Jaworski
801 Pennsylvania Avenue, NW.
Washington, DC 20004-2604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/3/96 at 1:40PM, and assigned recordation number(s). 19833-D and 19833-E.

Sincerely yours,

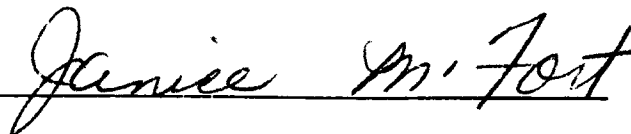


Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



9. The Equipment Cost and Basic Rent for each Item of Equipment is set forth in Schedule I attached hereto.

10. Schedule I attached hereto sets forth the Basic Rent Factors and the percentages for determining the Stipulated Loss Value, Termination Value and EBO Price for each Item of Equipment set forth thereon and as may be necessary, and amends Schedule II to the Participation Agreement with respect to those values.

11. Section 8(e) of the Lease is amended by deleting the phrase

"Mortgaged to

Shawmut Bank Connecticut National Association,
Indenture Trustee"

and substituting therefor the phrase

"Mortgaged to

Fleet National Bank of Connecticut
Indenture Trustee"

12. This Lease Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument. To the extent that this Lease Supplement constitutes chattel paper, within the meaning of any applicable Uniform Commercial Code provision no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart other than the original executed counterpart, which shall be identified for such purposes as the counterpart containing the receipt therefor executed by the Indenture Trustee on the signature page thereof.


13. This Lease Supplement constitutes a supplement to, and a part of, the Lease, and the Lease, as hereby supplemented, remains in full force and effect.

14. This Lease Supplement shall in all respects be governed by and construed in accordance with the State of New York without regard to principles of conflicts of law.

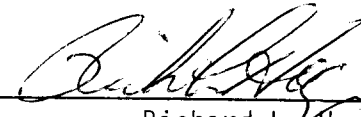
[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have each caused this Lease Supplement to be executed and delivered as of the date first above written.

WILMINGTON TRUST COMPANY,
not in its individual capacity, except as
otherwise expressly provided for in the Lease,
but solely as trustee under the Trust
Agreement dated as of September 1, 1995
between the Owner Participant and
Wilmington Trust Company in its individual
capacity

By 
Name: Donald G. MacKelcan
Title: Assistant Vice President

SOLVAY MINERALS, INC.

By 
Richard L. Hogan
President

Attachment

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF DELAWARE §
 §
COUNTY OF NEWCASTLE §

On this 2 day of April, 1996, before me personally appeared Donald G. Mackelcan, to me known, who, being by me duly sworn, did depose and say that he resides at 110 Wilm Dr; that he is a Assistant Vice President of WILMINGTON TRUST COMPANY, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by authority of the Board of Directors of said corporation.

PAULA M. SULECKI
NOTARY PUBLIC
My commission expires April 14, 1996

Paula M. Sulecki
Notary Public in and for
the State of Delaware

My Commission Expires:

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF DELAWARE §
 §
COUNTY OF NEWCASTLE §

On this 2 day of April, 1996, before me personally appeared Donald G. Mackelcan, to me personally known, being by me duly sworn, says that he is a Assistant Vice President of WILMINGTON TRUST COMPANY (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on April 2, 1996 and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.

PAULA M. SULECKI
NOTARY PUBLIC
My commission expires April 14, 1996

Paula M. Sulecki
Notary Public in and for
the State of Delaware

My Commission Expires:

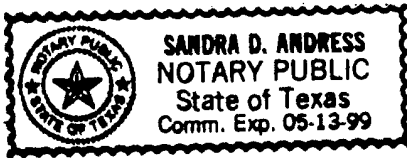
[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF TEXAS)

)

COUNTY OF HARRIS)

This instrument was acknowledged before me on April 1, 1996, by Richard L. Hogan, President of SOLVAY MINERALS, INC., a Delaware corporation.



Sandra D Andress
Notary Public in and for
the State of Texas

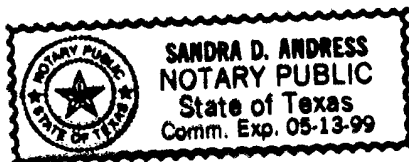
[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF TEXAS)

)

COUNTY OF HARRIS)

On this 1st day of April, 1996, before me personally appeared Richard L. Hogan, to me personally known, being by me duly sworn, says that he is the President of SOLVAY MINERALS, INC. (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on April 1, 1996 and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.



Sandra D Andress
Notary Public in and for
the State of Texas

SCHEDULE I

to

LEASE SUPPLEMENT NO. 2

(Solvay Minerals Equipment Trust 1995)

(Pursuant to Clause 2 of the Lease Supplement)

100 Center Flow® covered hopper rail cars of 4,650 cu. ft. capacity initialled SMNX and numbered 956 to 1055 (inclusive), together with all parts, appurtenances and other equipment or property attached to said units of railroad equipment.

(Pursuant to Clause 9 of the Lease Supplement)

Equipment Cost for each Item of Equipment \$62,091.00.

(Pursuant to Clause 10 of the Lease Supplement)

See Annex A attached hereto.

Rent Assumptions
Schedule I to the Lease Supplement No. 2
Solvay Minerals
April 4, 1996 Funding

Total Equipment Cost:	\$6,209,100.00
Purchase, In-Service, and Funding Date:	4/4/96
Depreciation Benefits:	7 year MACRS (200%/SL) with half year benefit as a first year depreciation convention
Interim Term:	4/4/96 - 10/2/96
Basic Term Commencement Date:	10/3/96
Total Lease Term (Interim plus Basic Term):	21.74167 years
Basic Term Expiration Date:	1/1/18
Debt Amount:	\$4,498,407.59
Equity Amount:	\$1,710,692.41
Debt Maturity:	1/1/18
Assumed Debt Rate:	7.52%
Assumed Transaction Expenses:	\$27,320
Combined State & Federal Tax Rate:	40%
Optimization Objective:	Achieve the lowest possible implicit cost to the Lessee of (i) the Basic Rent to and including Basic Rent payable on the EBO Date, and (ii) the EBO Price.
EBO Amount:	54.1136755% of Equipment Cost
EBO Date:	1/1/14

In Percent

Basic Rent Factors
April 4, 1996 Funding Date

<u>Rental Date</u>	<u>No.</u>	<u>Total Rent</u>	<u>Advance Rent</u>	<u>Arrears Rent</u>
Oct 3 1996	1	0.00000000%	0.00000000%	0.00000000%
Jan 1 1997	2	4.18287436%	4.18287436%	0.00000000%
Jul 1 1997	3	2.61686666%	0.00000000%	2.61686666%
Jan 1 1998	4	4.24405670%	4.24405670%	0.00000000%
Jul 1 1998	5	2.55568431%	0.00000000%	2.55568431%
Jan 1 1999	6	4.31001972%	4.31001972%	0.00000000%
Jul 1 1999	7	2.48972130%	0.00000000%	2.48972130%
Jan 1 2000	8	4.38113694%	4.38113694%	0.00000000%
Jul 1 2000	9	2.41860408%	0.00000000%	2.41860408%
Jan 1 2001	10	4.45781113%	4.45781113%	0.00000000%
Jul 1 2001	11	2.34192989%	0.00000000%	2.34192989%
Jan 1 2002	12	4.54047648%	4.54047648%	0.00000000%
Jul 1 2002	13	2.25926454%	0.00000000%	2.25926454%
Jan 1 2003	14	4.62960114%	4.62960114%	0.00000000%
Jul 1 2003	15	2.17013988%	0.00000000%	2.17013988%
Jan 1 2004	16	4.72568981%	4.72568981%	0.00000000%
Jul 1 2004	17	2.07405121%	0.00000000%	2.07405121%
Jan 1 2005	18	4.80845123%	4.80845123%	0.00000000%
Jul 1 2005	19	1.99128979%	0.00000000%	1.99128979%
Jan 1 2006	20	4.87356982%	4.87356982%	0.00000000%
Jul 1 2006	21	1.92617120%	1.92617120%	0.00000000%
Jan 1 2007	22	6.51177272%	6.51177272%	0.00000000%
Jul 1 2007	23	1.79902186%	0.00000000%	1.79902186%
Jan 1 2008	24	6.62048898%	6.62048898%	0.00000000%
Jul 1 2008	25	1.69030560%	1.69030560%	0.00000000%
Jan 1 2009	26	6.74324121%	6.74324121%	0.00000000%
Jul 1 2009	27	1.56755337%	0.00000000%	1.56755337%
Jan 1 2010	28	6.94545013%	6.94545013%	0.00000000%
Jul 1 2010	29	1.36534445%	0.00000000%	1.36534445%
Jan 1 2011	30	7.16345925%	7.16345925%	0.00000000%
Jul 1 2011	31	1.14733533%	0.00000000%	1.14733533%
Jan 1 2012	32	7.39850316%	7.39850316%	0.00000000%
Jul 1 2012	33	0.91229142%	0.00000000%	0.91229142%
Jan 1 2013	34	7.65191293%	7.65191293%	0.00000000%
Jul 1 2013	35	0.65888165%	0.00000000%	0.65888165%
Jan 1 2014	36	7.65191293%	7.65191293%	0.00000000%
Jul 1 2014	37	0.65888165%	0.65888165%	0.00000000%
Jan 1 2015	38	7.66696367%	7.66696367%	0.00000000%
Jul 1 2015	39	0.64383091%	0.64383091%	0.00000000%
Jan 1 2016	40	7.94135040%	7.94135040%	0.00000000%
Jul 1 2016	41	0.36944418%	0.00000000%	0.36944418%
Jan 1 2017	42	8.23717716%	8.23717716%	0.00000000%
Jul 1 2017	43	0.07361742%	0.00000000%	0.07361742%
Jan 1 2018	44	2.03152756%	0.00000000%	2.03152756%
		161.44767813%	130.60510923%	30.84256890%

Annex A to
Schedule I to Lease Supplement No. 2

In Dollars

Basic Rent Factors
April 4, 1996 Funding Date

<u>Rental Date</u>	<u>No.</u>	<u>Total Rent</u>	<u>Advance Rent</u>	<u>Arrears Rent</u>
Oct 3 1996	1	0.00		
Jan 1 1997	2	259,718.85	259,718.85	
Jul 1 1997	3	162,483.87		162,483.87
Jan 1 1998	4	263,517.72	263,517.72	
Jul 1 1998	5	158,684.99		158,684.99
Jan 1 1999	6	267,613.43	267,613.43	
Jul 1 1999	7	154,589.29		154,589.29
Jan 1 2000	8	272,029.17	272,029.17	
Jul 1 2000	9	150,173.55		150,173.55
Jan 1 2001	10	276,789.95	276,789.95	
Jul 1 2001	11	145,412.77		145,412.77
Jan 1 2002	12	281,922.73	281,922.73	
Jul 1 2002	13	140,279.99		140,279.99
Jan 1 2003	14	287,456.56	287,456.56	
Jul 1 2003	15	134,746.16		134,746.16
Jan 1 2004	16	293,422.81	293,422.81	
Jul 1 2004	17	128,779.91		128,779.91
Jan 1 2005	18	298,561.55	298,561.55	
Jul 1 2005	19	123,641.17		123,641.17
Jan 1 2006	20	302,604.82	302,604.82	
Jul 1 2006	21	119,597.90	119,597.90	
Jan 1 2007	22	404,322.48	404,322.48	
Jul 1 2007	23	111,703.07		111,703.07
Jan 1 2008	24	411,072.78	411,072.78	
Jul 1 2008	25	104,952.77	104,952.77	
Jan 1 2009	26	418,694.59	418,694.59	
Jul 1 2009	27	97,330.96		97,330.96
Jan 1 2010	28	431,249.94	431,249.94	
Jul 1 2010	29	84,775.60		84,775.60
Jan 1 2011	30	444,786.35	444,786.35	
Jul 1 2011	31	71,239.20		71,239.20
Jan 1 2012	32	459,380.46	459,380.46	
Jul 1 2012	33	56,645.09		56,645.09
Jan 1 2013	34	475,114.93	475,114.93	
Jul 1 2013	35	40,910.62		40,910.62
Jan 1 2014	36	475,114.93	475,114.93	
Jul 1 2014	37	40,910.62	40,910.62	
Jan 1 2015	38	476,049.44	476,049.44	
Jul 1 2015	39	39,976.11	39,976.11	
Jan 1 2016	40	493,086.39	493,086.39	
Jul 1 2016	41	22,939.16		22,939.16
Jan 1 2017	42	511,454.57	511,454.57	
Jul 1 2017	43	4,570.98		4,570.98
Jan 1 2018	44	126,139.59		126,139.59
		10,024,447.82	8,109,401.85	1,915,045.97

In Percent

Stipulated Loss Values
April 4, 1996 Funding Date

Date	Stipulated Loss Values
Jan 1, 1997	106.5302425
Jul 1, 1997	103.7267135
Jan 1, 1998	107.4752182
Jul 1, 1998	104.1801249
Jan 1, 1999	107.5138428
Jul 1, 1999	103.8586428
Jan 1, 2000	106.8840758
Jul 1, 2000	102.9574210
Jan 1, 2001	105.7563668
Jul 1, 2001	101.6166539
Jan 1, 2002	104.1996372
Jul 1, 2002	99.8347029
Jan 1, 2003	102.1884943
Jul 1, 2003	97.6041485
Jan 1, 2004	99.7939284
Jul 1, 2004	95.0847748
Jan 1, 2005	97.2100369
Jul 1, 2005	92.4522376
Jan 1, 2006	94.5322211
Jul 1, 2006	91.8390942
Jan 1, 2007	91.7332244
Jul 1, 2007	85.2880279
Jan 1, 2008	87.2127186
Jul 1, 2008	82.3516908
Jan 1, 2009	82.4889193
Jul 1, 2009	75.8316332
Jan 1, 2010	77.5570688
Jul 1, 2010	70.8332296
Jan 1, 2011	72.6001429
Jul 1, 2011	65.7116886
Jan 1, 2012	67.3251344
Jul 1, 2012	60.4769887
Jan 1, 2013	62.0431195
Jul 1, 2013	55.1413189
Jan 1, 2014	54.1136755
Jul 1, 2014	50.2313563
Jan 1, 2015	50.8985016
Jul 1, 2015	44.2480220
Jan 1, 2016	44.7247391
Jul 1, 2016	37.3560742
Jan 1, 2017	38.4165483
Jul 1, 2017	30.9882461
Jan 1, 2018	30.0000000

Annex A to
Schedule I to Lease Supplement No. 2

In Percent

Termination Values
April 4, 1996 Funding Date

Date	Termination Values
Jan 1, 1997	106.5302425
Jul 1, 1997	103.7267135
Jan 1, 1998	107.4752182
Jul 1, 1998	104.1801249
Jan 1, 1999	107.5138428
Jul 1, 1999	103.8566428
Jan 1, 2000	106.8840758
Jul 1, 2000	102.9574210
Jan 1, 2001	105.7563668
Jul 1, 2001	101.6166539
Jan 1, 2002	104.1998372
Jul 1, 2002	99.8347029
Jan 1, 2003	102.1894943
Jul 1, 2003	97.6041495
Jan 1, 2004	99.7939284
Jul 1, 2004	95.0847748
Jan 1, 2005	97.2100369
Jul 1, 2005	92.4522376
Jan 1, 2006	94.5322211
Jul 1, 2006	91.6390942
Jan 1, 2007	91.7332244
Jul 1, 2007	85.2860279
Jan 1, 2008	87.2127186
Jul 1, 2008	82.3516908
Jan 1, 2009	82.4869193
Jul 1, 2009	75.8316332
Jan 1, 2010	77.5570888
Jul 1, 2010	70.8332296
Jan 1, 2011	72.5001429
Jul 1, 2011	65.7116686
Jan 1, 2012	67.3251344
Jul 1, 2012	60.4769887
Jan 1, 2013	62.0431195
Jul 1, 2013	55.1413189
Jan 1, 2014	54.1138755
Jul 1, 2014	50.2313563
Jan 1, 2015	50.8985015
Jul 1, 2015	44.2480220
Jan 1, 2016	44.7247391
Jul 1, 2016	37.3560742
Jan 1, 2017	38.4165483
Jul 1, 2017	30.9882461
Jan 1, 2018	30.0000000

Annex A to
Schedule I to Lease Supplement No. 2

In Percent

Early Buyout Option
April 4, 1996 Funding Date

Early Buyout Date: Jan 1, 2014
Early Buyout Price: 54.11368%

Annex A to
Schedule I to Lease Supplement No. 2

In Percent

Stipulated Loss Values
April 4, 1996 Funding Date

Date	Stipulated Loss Values
Jan 1, 1997	106.5302425
Jul 1, 1997	103.7287135
Jan 1, 1998	107.4752182
Jul 1, 1998	104.1801248
Jan 1, 1999	107.5138428
Jul 1, 1999	103.8586428
Jan 1, 2000	106.8840758
Jul 1, 2000	102.9574210
Jan 1, 2001	105.7563668
Jul 1, 2001	101.6166539
Jan 1, 2002	104.1996372
Jul 1, 2002	98.8347029
Jan 1, 2003	102.1884943
Jul 1, 2003	97.6041485
Jan 1, 2004	99.7939284
Jul 1, 2004	95.0847748
Jan 1, 2005	97.2100369
Jul 1, 2005	92.4522376
Jan 1, 2006	94.5322211
Jul 1, 2006	91.6390942
Jan 1, 2007	91.7332244
Jul 1, 2007	85.2880279
Jan 1, 2008	87.2127186
Jul 1, 2008	82.3516908
Jan 1, 2009	82.4889193
Jul 1, 2009	75.8316332
Jan 1, 2010	77.5570688
Jul 1, 2010	70.8332296
Jan 1, 2011	72.6001429
Jul 1, 2011	65.7116886
Jan 1, 2012	67.3251344
Jul 1, 2012	60.4769887
Jan 1, 2013	62.0431195
Jul 1, 2013	55.1413189
Jan 1, 2014	54.1136755
Jul 1, 2014	50.2313563
Jan 1, 2015	50.8985016
Jul 1, 2015	44.2480220
Jan 1, 2016	44.7247391
Jul 1, 2016	37.3560742
Jan 1, 2017	38.4165483
Jul 1, 2017	30.9882461
Jan 1, 2018	30.0000000

Annex A to
Schedule I to Lease Supplement No. 2

In Percent

Termination Values
April 4, 1996 Funding Date

Date	Termination Values
Jan 1, 1997	106.5302425
Jul 1, 1997	103.7267135
Jan 1, 1998	107.4752182
Jul 1, 1998	104.1801249
Jan 1, 1999	107.5138428
Jul 1, 1999	103.8566428
Jan 1, 2000	106.8840758
Jul 1, 2000	102.9574210
Jan 1, 2001	105.7583668
Jul 1, 2001	101.8166539
Jan 1, 2002	104.1998372
Jul 1, 2002	98.8347029
Jan 1, 2003	102.1894943
Jul 1, 2003	97.6041495
Jan 1, 2004	99.7939284
Jul 1, 2004	95.0847748
Jan 1, 2005	97.2100359
Jul 1, 2005	92.4522376
Jan 1, 2006	94.5322211
Jul 1, 2006	91.6390942
Jan 1, 2007	91.7332244
Jul 1, 2007	85.2860279
Jan 1, 2008	87.2127186
Jul 1, 2008	82.3516908
Jan 1, 2009	82.4869193
Jul 1, 2009	75.8316332
Jan 1, 2010	77.5570886
Jul 1, 2010	70.8332296
Jan 1, 2011	72.5001429
Jul 1, 2011	65.7116886
Jan 1, 2012	67.3251344
Jul 1, 2012	60.4769887
Jan 1, 2013	62.0431195
Jul 1, 2013	55.1413189
Jan 1, 2014	54.1138755
Jul 1, 2014	50.2313563
Jan 1, 2015	50.8985015
Jul 1, 2015	44.2480220
Jan 1, 2016	44.7247391
Jul 1, 2016	37.3560742
Jan 1, 2017	38.4165483
Jul 1, 2017	30.9882461
Jan 1, 2018	30.0000000

Annex A to
Schedule I to Lease Supplement No. 2

In Percent

Early Buyout Option
April 4, 1996 Funding Date

Early Buyout Date: Jan 1, 2014
Early Buyout Price: 54.11368%